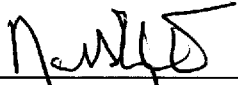


GREAT PLAINS ENERGY INCORPORATED

CERTIFICATE OF SECRETARY

I, Mark G. English, General Counsel and Assistant Secretary of Great Plains Energy Incorporated (the "Company"), do hereby certify that attached hereto is a true and correct copy of an excerpt from the minutes of the meeting of the Board of Directors of Great Plains Energy Incorporated held on February 6, 2007, at which a quorum for the transaction of business was present and acting throughout; that set forth in said excerpt is a true and correct copy of certain resolutions duly adopted at said meeting, which resolutions have not been amended nor rescinded and are now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Company as of this 30th day of March, 2007.



General Counsel and Assistant Secretary

(SEAL)

GREAT PLAINS ENERGY INCORPORATED

EXCERPT FROM MINUTES OF BOARD OF DIRECTORS MEETING HELD February 6, 2007

Approval of Transactions (GPE)

WHEREAS, the Board of Directors (the "Board") of Great Plains Energy Incorporated, a Missouri corporation (the "Company") and the sole stockholder of Gregory Acquisition Corp., a Delaware corporation ("Merger Sub"), has determined that it is advisable and in the best interests of the Company, its stockholders and Merger Sub that the Company and Merger Sub enter into an Agreement and Plan of Merger with Aquila Inc., a Delaware corporation ("Aquila") and Black Hills Corporation, a South Dakota corporation ("Black Hills"), substantially in the form presented to the Board as described at this meeting (the "Merger Agreement"), and consummate the transactions contemplated by the Merger Agreement, including (i) the merger of Merger Sub with and into Aquila with Aquila being the surviving corporation (the "Merger"), pursuant to which (A) Aquila will become a wholly-owned subsidiary of the Company, and (B) each outstanding share of common stock, par value \$1.00 per share, of Aquila (an "Aquila Share") will be converted into the right to receive 0.0856 share of Common Stock, no par value, of the Company (the "Stock") and \$1.80 in cash, as more fully described in the Merger Agreement (such Stock and cash in the aggregate, the "Merger Consideration"); (ii) the issuance by the Company, in connection with the Merger, of the shares of Stock to be included in the consideration to the holders of Aquila Shares (the "Stock Issuance"), which is expected to total approximately 32 million shares of Stock; (iii) the sale (the "Asset Sale") by Aquila, immediately prior to the closing of the Merger (the "Closing"), of certain assets and partnership interests, constituting generally Aquila's natural gas utility businesses and its electric utility business in the State of Colorado, pursuant to an Asset Purchase Agreement to be entered into among the Company, Merger Sub, Aquila and Black Hills, substantially in the form presented to the Board as described at this meeting (the "Asset Purchase Agreement"), and a Partnership Interests Purchase Agreement, to be entered into among the Company, Merger Sub, Aquila, Black Hills and Gregory Acquisition Corp., substantially in the form presented to the Board as described at this meeting (the "Partnership Interests Purchase Agreement" and, together with the Asset Purchase Agreement, the "Asset Sale Agreements"), in exchange for purchase prices totaling \$940 million in cash, subject to adjustments set forth in the Asset Sale Agreements, with a Transition Services Agreement to be entered into among the Company, Merger Sub and Black Hills, substantially in the form presented

to the Board as described at this meeting (the "Transition Services Agreement") to accompany the Asset Sale Agreements; and

WHEREAS, Credit Suisse (USA) LLC ("Credit Suisse"), financial advisor to both the Company and Black Hills, has rendered to the Company its opinion that, as of the date of such opinion, the Merger Consideration to be paid by the Company in the Merger is fair to the Company from a financial point of view; and

WHEREAS, Sagent Advisors, Inc. ("Sagent", and together with Credit Suisse, the "Financial Advisors"), financial advisor to the Company, has rendered to the Company its opinion that, as of the date of such opinion, the Merger Consideration to be paid by the Company pursuant to the Merger Agreement is fair to the Company from a financial point of view; and

WHEREAS, upon careful consideration of the information presented to the Board by the officers of the Company, the representatives of the Financial Advisors and the representatives of the Company's outside legal counsel, Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps"), and after full discussion of those matters that the Board believes are necessary or appropriate to enable it to properly evaluate and reach an informed decision regarding the fairness and advisability of the Merger and the other transactions contemplated by the Merger Agreement, the Board has determined that it is advisable and in the best interests of the Company and its stockholders to approve the Merger Agreement, the Asset Sale Agreements, the Transition Services Agreement and the consummation of the transactions contemplated thereby, including the Merger, the Stock Issuance and the Asset Sale.

NOW, THEREFORE, BE IT:

Merger Agreement, Asset Sale Agreements and Other Agreements

RESOLVED, that the Board has determined that the Merger Agreement, the Asset Sale Agreements and the Transition Services Agreement, together with such changes thereto as may be approved by any of the Chief Executive Officer, President and Chief Operating Officer of the Company, or any Executive Vice President, Senior Vice President or vice president of the Company (all such officers, the "Authorized Officers"), and the transactions contemplated thereby, including the Merger, the Stock Issuance and the Asset Sale, are advisable, fair to and in the best interests of the Company, its stockholders and Merger Sub.

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the

Company, to execute and deliver the Merger Agreement, the Asset Sale Agreements and the Transition Services Agreement in such form, with such changes therein as the Authorized Officer executing the same shall approve, the signature of such Authorized Officer thereon to be conclusive evidence of the approval of such changes, and to adopt and approve the Merger Agreement and the Merger on behalf of the Company as the sole stockholder of Merger Sub.

FURTHER RESOLVED, that the form and provisions of any other agreements, instruments and documents (collectively, the "Other Transaction Documents") necessary, appropriate or advisable in connection with the consummation of the Merger, the Asset Sale, and the other transactions contemplated by the Merger Agreement, the Asset Sale Agreements or the Transition Services Agreement, and the performance by the Company of its obligations thereunder, be, and they hereby are, approved in all respects, and that the Authorized Officers of the Company be, and each of them individually hereby is, authorized and directed to execute and deliver, in the name and on behalf of the Company, the Other Transaction Documents.

FURTHER RESOLVED, that approval of the Merger, the Stock Issuance, the Asset Sale, the Merger Agreement, the Asset Sale Agreements, the Transition Services Agreement, the Other Transaction Documents and the other agreements and transactions referred to therein and the transactions contemplated thereby, including the Asset Sale Agreements and the Transition Services Agreement, constitute approvals for purposes of any "business combination" or other state takeover statutes, including any state statutes similar to Section 351.459 of the General and Business Corporation Law of Missouri (the "GBCL") that might be deemed applicable to the transactions contemplated thereby.

Stock Issuance

RESOLVED, that the Company be, and it hereby is, authorized to issue upon the closing of the Merger the number of shares of Stock necessary to satisfy the Company's obligations under the Merger Agreement out of the authorized and unissued Stock of the Company, subject to the approval of a vote of the stockholders of the Company pursuant to the rules of the New York Stock Exchange at a special meeting of the stockholders of the Company to be held in accordance with the GBCL and the Company's By-laws.

FURTHER RESOLVED, that upon issuance, the Stock to be issued in the Stock Issuance shall be validly issued, fully paid and non-assessable.

FURTHER RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized and directed, in the name and on behalf of the Company, to prepare or cause to be prepared, execute and deliver or cause to be delivered the certificates evidencing the Stock to be issued in the Stock Issuance.

FURTHER RESOLVED, that the Stock Issuance be, and it hereby is, approved and authorized in all respects.

FURTHER RESOLVED, that the Board hereby recommends approval by the stockholders of the Company of the Stock Issuance and directs that the proxy statement (together with any supplements thereto, the "Proxy Statement") be distributed to the Company's stockholders in connection with the meeting of such stockholders held to consider, among other matters, the Stock Issuance, shall contain such recommendation of the Board.

Stockholders Meeting

RESOLVED, that the Stock Issuance, and any agreements or other documents or transactions contemplated by the Merger Agreement or the Asset Sale Agreements (if any) as to which the Authorized Officers, with the assistance of counsel, determine that approval or adoption by the Company's stockholders is required (collectively, "Approval Matters"), shall be submitted to a vote of the Company's stockholders at a meeting (the "Meeting") held in accordance with the GBCL and the Company's By-laws.

FURTHER RESOLVED, that the Chairman of the Board is authorized and directed, in the name and on behalf of the Board, to (i) establish or change the record date for the Meeting, (ii) establish, change or postpone the date, time, and place of, or adjourn, the Meeting, (iii) appoint agents in connection with the Meeting to receive and tabulate proxies, (iv) designate new or additional proxies for stockholders in connection with the solicitation of proxies by management for the Meeting and (v) take or cause to be taken any and all such further actions necessary or proper in connection with securing stockholder approval of each of the Approval Matters.

FURTHER RESOLVED, that the stockholders of record of the Company at the close of business on the record date established by the Chairman of the Board shall be entitled to receipt of the Proxy Statement and to vote at the Meeting on the Approval Matters.

FURTHER RESOLVED, that the Secretary of the Company be, and hereby is, authorized and directed to send notice of the Meeting to the stockholders of the Company entitled to vote at the Meeting.

FURTHER RESOLVED, that the Authorized Officers, each with full power to act alone, be, and they hereby are, designated to act as the proxies for stockholders in connection with the solicitation of proxies by management for the Meeting.

FURTHER RESOLVED, that the Authorized Officers are empowered to appoint one or more inspectors of voting to act at such meeting or any adjournment or postponement thereof with such duties as may be prescribed by the Board.

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, from time to time, to take such additional action and to execute and deliver such other and further documents, agreements, certificates, notices and other instruments, and do and perform such acts and things as any of them, in their discretion, may deem necessary or advisable in connection with the Meeting and the Proxy Statement, such determination to be conclusively evidenced by such performance.

Agents and Professionals

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to engage one or more exchange agents, proxy solicitors, printers and any other professionals on behalf of the Company that the Authorized Officers deem necessary, advisable or appropriate in connection with the transactions contemplated by the Merger Agreement, the Asset Sale Agreements and the Transition Services Agreement.

Securities and Exchange Commission Filings, NYSE Filings and State Filings

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, with the assistance of counsel, to prepare, execute and file or cause to be filed, and to cooperate with Aquila and Black Hills in the preparation of, all reports, schedules, statements, documents and information required to be filed by the Company, Merger Sub, Aquila or Black Hills pursuant to the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder (the "Securities Act") and the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act"), in connection with the

Stock Issuance, the Merger Agreement and the transactions contemplated thereby, including, without limitation, a Form S-4 (including the Proxy Statement and prospectus which will form a part of the registration statement on Form S-4), a Form S-8, one or more current reports on Form 8-K and filings pursuant to Rule 425 under the Securities Act.

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, with the assistance of counsel, to prepare, execute and file or cause to be filed, and to cooperate with Aquila and Black Hills in the preparation of, all filings with, and to provide notices to, the New York Stock Exchange and to take all other action necessary or appropriate in connection with the Merger, the Stock Issuance, the Asset Sale, and the other transactions contemplated by the Merger Agreement, the Asset Sale Agreements and the Transition Services Agreement.

FURTHER RESOLVED, that the General Counsel of the Company be, and hereby is, appointed and designated as the Company's agent for service and the person duly authorized to receive notices and communications from the Securities and Exchange Commission (the "SEC") with respect to such filings under the Securities Act, with the powers conferred upon such agent by the Securities Act and the rules and regulations of the SEC thereunder.

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, with the assistance of counsel, to take all action necessary or appropriate to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, and to cooperate with Aquila and Black Hills in the preparation of, all documents and information required to be filed by the Company or by Merger Sub, Aquila or Black Hills pursuant to, and to take all other action necessary or appropriate in connection with, any applicable state securities laws in connection with the Merger, the Stock Issuance, the Asset Sale, and the other transactions contemplated by the Merger Agreement, the Asset Sale Agreements and the Transition Services Agreement.

Regulatory Filings

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, with the assistance of counsel, to prepare, execute, deliver and file or cause to be prepared, executed, delivered and filed all reports, statements, documents, and information necessary or appropriate pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations thereunder, and to respond to all requests for

additional information in connection therewith.

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, with the assistance of counsel, to prepare, execute, deliver and file or cause to be filed, and to cooperate with Aquila and Black Hills in the preparation of, all reports, schedules, statements, documents, and information required to be filed by the Company, Merger Sub, Aquila or Black Hills with the Federal Energy Regulatory Commission, the Federal Communications Commission, the Missouri Public Service Commission, the Kansas Corporation Commission, the Colorado Public Utilities Commission, the Nebraska Public Service Commission, the Iowa Utilities Board and any other governmental or regulatory authority, and to take all other action necessary or appropriate in connection therewith in connection with the Merger, the Asset Sale, the Stock Issuance, and the other transactions contemplated by the Merger Agreement, the Asset Sale Agreements and the Transition Services Agreement, including in connection with the preparation and filing of a rate case by Aquila as contemplated by the Merger Agreement.

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, with the assistance of counsel, to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, all reports, statements, documents and information, to respond to all requests for additional information and to do such other things necessary or appropriate in connection with any statute, rule or regulation, whether foreign, federal, national, state or local.

Legal Proceedings

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to take any and all such actions in connection with initiating or defending legal proceedings in any court or agency as such officer or officers, after consultation with counsel for the Company, deem necessary or appropriate in connection with the Merger, the Asset Sale, the Stock Issuance, or the other transactions contemplated by the Merger Agreement, the Asset Sale Agreements and the Transition Services Agreement.

Third-Party Consents

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to take all such action to notify, or to obtain any authorizations, consents,

waivers or approvals of, any third party that such Authorized Officer deems necessary or appropriate in order to carry out the terms and provisions of the Merger Agreement, the Asset Sale Agreements, the Transition Services Agreement, and the Merger, the Asset Sale, the Stock Issuance, or the other transactions contemplated thereby or the intent and purposes of these resolutions.

General

RESOLVED, that the execution by the Authorized Officers of any document or instrument authorized by these resolutions, or any document or instrument executed in the accomplishment of any action or actions so authorized, is and shall become upon delivery the enforceable and binding act and obligation of the Company, without the necessity of the signature or attestation of any other officer of the Company or the affixing of any corporate seal.

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed to take or cause to be taken any and all such further actions, incur such costs or expenses and to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, all such further reports, schedules, statements, consents, documents, agreements, certificates, other documents and undertakings, in each case, in the name and on behalf of the Company, as contemplated by the Merger Agreement, the Asset Sale Agreements and the Transition Services Agreement in connection with any filings under the Securities Act, the Exchange Act or any other federal, state, local or foreign statute, rule or regulation, or with any other government or regulatory authority or any third party, or otherwise determined by such officer to be necessary or appropriate to effectuate the Merger, the Stock Issuance, the Asset Sale, and any other transaction contemplated by the Merger Agreement, the Asset Sale Agreements, the Transition Services Agreement or the intention of any of the foregoing resolutions.

FURTHER RESOLVED, that all actions previously taken by any officer or director of the Company in connection with the transactions contemplated by the foregoing resolutions, including, without limitation, entering into the Letter of Intent, dated November 21, 2006, between the Company and Black Hills, and engaging Skadden, Arps, the Financial Advisors, and other representatives or agents on behalf of the Company, are hereby approved, adopted and ratified in all respects.